

EXHIBIT D

TERMS OF REMEDIATION

Subsequent to the litigation demand of plaintiff Sharon Williams, and during the pendency of and in connection with the Settlement of the Action, NCR Corporation (“NCR or the Company”) has adopted, or shall adopt, within ninety (90) days of Court approval of the Settlement, the following. NCR agrees that it will maintain and enforce the following for a period of not less than three (3) years, unless the Company’s Committee on Directors and Governance determines that any of the following is no longer in the best interests of the shareholders and votes to eliminate or change the provision.

1. Trade Compliance

A. Submissions Made by NCR to the Office of Foreign Assets Control (“OFAC”):

- i. In November 2012, NCR submitted an application to OFAC for a license to wind down the Syrian branch’s operations. NCR received wind down licenses and associated extensions in January, April and July of 2013; NCR applied for renewal of its license in December 2013, and is awaiting approval of that application from OFAC to continue the wind down of the operations.
- ii. In February 2013, the Company filed with OFAC a detailed, Voluntary Self-Disclosure of Apparent Violations of Executive Order 13582, 31 C.F.R. Part 544 and 31 C.F.R. Part 542. This followed an initial voluntary notification to OFAC in July 2012 and an internal review.

B. Training:

- i. In December 2012, an outside trade specialist conducted training specifically tailored to address, and reinforce past instruction on, NCR’s legal obligations related to export controls and trade sanctions, its trade compliance processes and effective compliance management. Participating in the mandatory training session were the Company’s export control managers (“ECMs”) and other personnel having a touchpoint with trade compliance. A roll call was taken at the session, and

it was recorded for future use. The Company shall provide similar training on an annual basis.

- ii. The Company's designated trade specialists within the Ethics & Compliance Office (the "Trade Compliance Team") have begun holding targeted training sessions for the Company's ECMs to reinforce their understanding of existing trade-related laws and compliance practices and to address emerging issues. The Trade Compliance Team shall hold additional, quarterly trainings on various trade compliance topics. Updates to personnel having a touchpoint with trade compliance shall be provided as needed.
- iii. In January 2013, the annual compliance message from NCR CEO and Chairman, Bill Nuti, to all employees that accompanied the annual Code of Conduct training and certification highlighted the importance of trade compliance. The Company shall continue its existing practice of including a trade compliance question in the test that is part of the annual Code of Conduct training.

C. Process:

- i. The Trade Compliance Team has conducted reviews with all ECMs and the corporate functions that are impacted by trade compliance (such as Treasury, Human Resources and Procurement) to confirm and identify personnel in each function who have a touchpoint with trade compliance issues and to expand and align export control communications and processes to such personnel. Additionally, on a quarterly basis, the Trade Compliance Team will conduct compliance testing to assess the effectiveness of its processes.
- ii. The Company has licensed and implemented a new automated tool to track corporate structures and subsidiaries to ensure that the roster of corporate entities is maintained in an accurate and current fashion.
- iii. The Company initially increased the frequency of its updates and advisements related to denied parties and specially designated nationals (i.e. individuals and companies with which

the Government has generally prohibited dealings or export transactions) from bi-weekly to weekly and added additional, appropriate personnel to the notifications. The Company has since implemented an automated, dynamic screening process that instead allows the Company to screen for denied parties and specially designated nationals in real time.

- iv. The Ethics & Compliance Office shall continue its existing practice of reporting quarterly to the Directors & Governance Committee regarding any substantial compliance issues that have been identified, including those identified in the quarterly testing and/or review performed by the Trade Compliance Team.
- v. The Company will hire an experienced professional to assist with various Ethics & Compliance Office processes, functions and responsibilities.

D. Documentation enhancements:

- i. The Trade Compliance Team has reviewed and updated its trade compliance manual to reflect the enhanced processes above.
- ii. The Company has revised and reissued its corporate policy related to export compliance with a cover message from the General Counsel to reinforce global compliance with trade laws by all NCR offices and employees.
- iii. The Trade Compliance Team has developed an incident management log to document trade compliance issues that come into the Trade Compliance Team and to track the status of those issues to completion.
- iv. The questionnaire used by Internal Audit in reviews related to export compliance has been revised to incorporate evaluation of the above process enhancements and training.

2. Foreign Corrupt Practices Act (“FCPA”)

A. Consequences to Employees for Violations of the Foreign Corrupt Practices Act (“FCPA”):

- i. NCR shall continue its existing practice that if any NCR director or officer is found by the Board, or any employee or independent contractor is found by Company management, to have engaged in illegal misconduct constituting an Established Violation of the FCPA (as defined below), the Board or management, as applicable, shall evaluate the proper personnel action, if any, to take against the director, officer, employee or independent contractor. The results of the evaluation shall be memorialized in writing by the Board or management, as applicable, and maintained for a period of five (5) years by the Senior Vice President, General Counsel & Secretary. In the event of an Established Violation of the FCPA, as defined below, the Board or management, as applicable, shall also determine whether to take legal action to recoup, to the extent practicable, all incentive-based compensation paid to the director, officer, employee or independent contractor that would not have been earned but for the Established Violation during the time period relating to the Established Violation.
- ii. “Established Violation” is defined as a violation that is documented in any of the following forms: a guilty plea or other admission of guilt under penalty of perjury, or an admission of liability under a civil judgment or sanction.

B. Policy Supplement Regarding Gifts, Travel and Entertainment in China:

- i. The Company has developed and deployed a China-specific supplement to its existing corporate gift, travel and entertainment-related policies, which includes restrictions on expenditures for gifts, meals, entertainment and customer trainings, as well as different levels of approval, including legal approval, based on the amount of the expenditure. The policy applies to employees, as well as to partners, agents and representatives acting on NCR’s behalf.

C. Gift Tracker:

- i. In China and the Middle East-Africa region, NCR has tasked its local controllers with tracking the aggregate annual amount spent by the Company on gifts for individual employees at government customers.

D. FCPA Training for Distributors and Resellers:

- i. In April 2013, the Ethics & Compliance Office conducted an in-person training session on the FCPA at the Company's Global Channel Partner Conference, to which all of NCR's distributors and resellers worldwide were invited. The Company will also record the training and make it available electronically for the channel partners to view independently.